

**Evangel Pentecostal Church Oakville**  
(A Federal Not For Profit Corporation)

**GENERAL OPERATING BY-LAW**

**No. 1**

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GENERAL OPERATING BY-LAW  
No. 1

A by-law relating generally to the transaction of the affairs  
of Evangel Pentecostal Church Oakville (a Federal Corporation)

BE IT ENACTED as a By-law of Evangel Pentecostal Church Oakville (hereinafter referred to as the "Church")  
as follows:

**ARTICLE 1. DEFINITIONS**

**1.1 Definitions**

1.1.1 In this By-law, unless the context other requires,

- (a) "Act" means the Canada Not-For-Profit Corporations Act, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Adherent" means a Person who regularly attends public worship services of the Church, professes faith in Jesus Christ, respects the Church Constitution and submits to the authority therein but who has not made formal application and been accepted for membership in the Church as outlined in section 3.3 herein and, for the sake of certainty, such Person shall not be a member of the Church within the meaning of the Act;
- (c) "Adherence" means collectively all of the Adherents of the Church;
- (d) "Admin Council" means the board of directors of the Church, which shall be deemed to be the board of directors of the corporation pursuant to the Act;
- (e) "Admin Council Member" means a member of the Admin Council who shall be deemed to be a director pursuant to the Act and "Admin Council Members" means one or more Admin Council Member;
- (f) "Annual Membership Meeting" means the Membership Meeting held in accordance with section 10.1;
- (g) "Articles of Incorporation" means the Articles of Incorporation incorporating the Church, as from time to time amended or supplemented by Articles of Amendment;
- (h) "By-law " means any By-law of the Church from time to time in force and effect, including the General Operating By-law, and the term "By-laws" means one or more By-law of the Church;
- (i) "Call of a Senior Pastor" means to extend an invitation to accept the position of Senior Pastor to the person who has been approved for the position of Senior Pastor in accordance with the provisions of section 6.3;
- (j) "Church" means the legal entity incorporated as a corporation without share capital under the Act by Articles of Incorporation dated the <<@>>, and named Evangel Pentecostal Church Oakville;
- (k) "Church Constitution" means the Articles of Incorporation, Bylaws and any Policy Statements adopted by the Church from time to time;

- (l) "Discipline" means seeking to reconcile individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church while ensuring that Members and Adherents adhere to the Church Constitution;
- (m) "District" means the Western Ontario District of The Pentecostal Assemblies of Canada;
- (n) "District Superintendent" means the person holding the office of District Superintendent of the District;
- (o) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities;
- (p) "Extraordinary Resolution" means a resolution passed by a majority of not less than three quarters (3/4) of the votes cast on that resolution by those present at such meeting and entitled to vote;
- (q) "Family Member" includes a parent, spouse, child, sibling, uncle, aunt, niece, nephew, mother-in-law, father -in-law, sister-in-law or brother-in-law;
- (r) "General Operating By-law" means this By-law and any other by-laws of the Church intended to amend or replace the General Operating By-law herein;
- (s) "Individual" includes both Members and Adherents;
- (t) "Membership Meeting" means any general meeting or special meeting of the Members;
- (u) "Member" means a member of the Church and the term "Members" means one or more Member;
- (v) "Membership" means collectively all of the Members of the Church;
- (w) "Membership Application Form" means such form as is prescribed by the Admin Council from time to time to be used to apply for acceptance into Membership;
- (x) "Membership Committee" means the committee established by this By-law for the review of membership applications;
- (y) "NIV" means the New International Version of the Bible;
- (z) "Nominations Committee" means the committee that is established according to section 5.4 of this General Operating By-law;
- (aa) "Objects" means the charitable objects of the Church as contained in the Articles of Incorporation;
- (bb) "Officer" means an officer of the Church as described in Article 7;
- (cc) "PAOC" means The Pentecostal Assemblies of Canada, a corporation incorporated under the Canada Corporations Act;
- (dd) "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;

- (ee) "Policy Statements" mean the policy statements approved by the Admin Council from time to time;
- (ff) "Senior Pastor" means the person approved as the Senior Pastor pursuant to Article 6 who has accepted the Call of a Senior Pastor from the Church;
- (gg) "Staff Pastor" means a person employed by the Church as a pastor, other than the Senior Pastor and the term "Staff Pastors" means one or more Staff Pastor;
- (hh) "Statement of Fundamental and Essential Truths" means the Statement of Fundamental and Essential Truths, approved by the PAOC, in the form of the Statement of Fundamental and Essential Truths on the date of the approval of this By-law and as amended from time to time in accordance with section 12.1.4;
- (ii) "Regulations" means the regulations made under the Canada Not-For Profit Corporations Act, as amended from time to time;
- (jj) "Resolution" means a resolution passed by a majority of the votes cast on that resolution by those present at such meeting and entitled to vote;
- (kk) "Standing Committee" means any committee established by the Admin Council as a permanent committee of the Church appointed to deal with a specified subject; and
- (ll) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution by those present at such meeting and entitled to vote.

## **ARTICLE 2. ARTICLES, INTERPRETATION AND HEADINGS**

### **2.1 Articles of Incorporation**

- 2.1.1 This General Operating By-law and any other By-law of the Church shall be strictly interpreted at all times in accordance with and subject to the objects contained in the Articles of Incorporation, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles of Incorporation or the Act, the provisions contained in the Articles of Incorporation or the Act, as the case maybe, shall prevail.

### **2.2 Interpretation**

- 2.2.1 In this General Operating By-law and all other by-laws and resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
  - (a) words importing the singular number include the plural and vice versa;
  - (b) words importing the masculine gender include the feminine and neuter genders unless this By-law otherwise specifically provides;
  - (c) words importing or referring to a Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations; and
  - (d) the NIV translation of scripture shall be used for any reference to scripture.

## **2.3 Headings**

- 2.3.1 Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

## **ARTICLE 3. MEMBERSHIP**

### **3.1 Membership**

- 3.1.1 The initial members of the Church shall be the first directors of the Church and all of the members of the Evangel Pentecostal Church in good standing on the date of incorporation of the Church. Thereafter, the Members shall consist of those Persons who have been admitted into Membership in accordance with the procedures established by the General Operating By-law and who have not been removed from Membership in accordance with the provisions of the General Operating By-law.

### **3.2 Qualifications**

- 3.2.1 A Person may be considered for admission to Membership if he or she fulfils all of the following qualifications (herein referred to as "Qualifications of Membership"):
- (a) give credible profession of faith in the Lord Jesus Christ as Saviour;
  - (b) have been baptized (by immersion), save and except that:
    - (i) where the Person is unable to take baptism for health reasons, the Person may be baptized by an alternate form of baptism ceremony as may be recommended by the Admin Council; and
    - (ii) where the Person was baptized by another church where the sacrament differs from the Church and the Person was not baptized by immersion, the requirement to be baptized by immersion may be waived by the Admin Council upon the recommendation by the Senior Pastor or his or her delegate;
  - (c) have evidenced agreement with the Statement of Fundamental and Essential Truths;
  - (d) have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Church Constitution and have covenanted not to engage in any activity or conduct, or seek any services from the Church, which are not in keeping with the formal teachings and Church Constitution, or which would place the Church in a position where it might be required to support or advance a lifestyle or activity which the Church deems morally inappropriate;
  - (e) indicate a desire to live in harmony with other Members and Adherents;
  - (f) accept the doctrinal standards as set forth in the Church Constitution;
  - (g) are a regular financial supporter of the Church;
  - (h) are in regular attendance at the public services of the Church; and
  - (i) are at least 18 years of age.

### **3.3 Procedure for the Admission of Members**

- 3.3.1 Persons desiring to be admitted into Membership shall complete a Membership Application Form and submit the application to the Membership Committee. Receipt of a Membership Application Form by the Membership Committee shall not entitle a Person to be admitted to Membership. A Person shall only be admitted to Membership after the Person's application has received the approval of the Membership Committee and the approval of the Membership Committee has been confirmed by the Admin Council.
- 3.3.2 Prior to approval of an application for admission to Membership by a Person, the Person submitting the application for admission to Membership shall have attended and successfully completed the requirements of all membership classes prescribed by the Membership Committee for new Members. The Membership Committee shall have the authority to waive the requirement for an applicant to attend and successfully complete the requirements of membership classes.
- 3.3.3 The Membership Committee shall be entitled to make such investigations relating to each application it receives as it deems proper, and may approve for admission into Membership those applicants whom it reasonably believes meet all of the Qualifications of Membership.
- 3.3.4 Each Person who has been approved by the Membership Committee for admission as a Member shall be notified in writing of the approval of his or her application for admission to Membership and the Member shall thereafter be publicly received into the Membership. (Galatians 2:9)

### **3.4 Membership Committee**

- 3.4.1 The Membership Committee shall be composed of the Senior Pastor and those Members appointed to such committee by the Admin Council from time to time and in the absence of the appointment of any Members shall mean the Senior Pastor and the Admin Council.

### **3.5 Duties, Privileges and Rights of Membership**

- 3.5.1 Each Member shall have the following duties, privileges and rights:
  - (a) the duty to minister to one another's spiritual needs as part of the Body of Christ;
  - (b) the duty to participate in leadership of Church activities and ministries as the Lord directs and personal circumstances permit to the extent allowed by the Church Constitution;
  - (c) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (d) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
  - (e) the privilege to attend all public worship services of the Church subject to paragraph 4.3.3 herein;
  - (f) the right to attend, speak and participate at any Membership Meeting; and
  - (g) the right to a single vote in person at any Membership Meeting.
- 3.5.2 Admission to Membership from the membership of another church is not automatic. Prospective members must adhere to the policies and procedures outline in section 3.3.



### **3.6 Adherent**

- 3.6.1 An Adherent is a Person who regularly attends public worship services of the Church, professes faith in Jesus Christ, respects the Church Constitution and submits to the authority therein, but who has not made formal application for admission to Membership. An Adherent shall be deemed not to be a member of the Church for the purposes of the Act and shall not have any of the rights of a member under the Act.
- 3.6.2 The determination of whether a Person is or continues to be an Adherent shall be made from time to time in the sole discretion of the Staff Pastors, subject to final approval by the Senior Pastor, after an appropriate personal interview and recommendation by the Senior Pastor or his or her designate.
- 3.6.3 Before a Person is accepted as an Adherent, such Person shall be required to sign a statement that he or she will respect the Church Constitution and acknowledging that an Adherent is not a member of the Church within the meaning of the Act.
- 3.6.4 An Adherent shall have the following duties and privileges:
- (a) the duty to minister to one another's spiritual needs as part of Body of Christ;
  - (b) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (c) the duty to respect and submit to the spiritual authority and procedure of the Church as expressed in the Church Constitution;
  - (d) the privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Admin Council determines appropriate from time to time;
  - (e) the privilege to attend all public worship services of the Church subject to paragraph 4.3.3 herein; and
  - (f) the privilege to attend but not vote at any Membership Meeting.
- 3.6.5 An Adherent shall not have the right to request the transfer of, and the Church will not transfer, his or her designation as an Adherent to another church or organization.

### **3.7 Waiver of Claim**

- 3.7.1 Notwithstanding any provision contained herein, admission to Membership or Adherence shall be granted upon the condition that suspension of the Member or Adherent, termination and/or withdrawal from Membership or Adherence in the manner herein provided shall not give the suspended Member or Adherent cause for legal action against the Senior Pastor, any Staff Pastor, any Admin Council Member, Officer, Member, Adherent or employee of the Church taking part in the suspension proceedings; and the acceptance of Membership or Adherence shall be evidence of a waiver by the Member or Adherent of all rights or action, causes of action, and all claims and demands against the Church, the Senior Pastor, every Staff Pastor, every Admin Council Member, Officer, Member, Adherent or employee of the Church and every member, officer or employee of the District and the PAOC by virtue of suspension proceedings, termination and/or withdrawal from Membership or Adherence under the foregoing.

### **3.8 Termination of Membership - Voluntary Withdrawal**

- 3.8.1 Provided that the Member is not under Discipline, the Member may withdraw at any time from the Membership by delivering to the Church a written resignation and lodging a copy of the same with the Secretary of the Church. Any Member who lodges a written resignation with the Secretary of the Church may request a letter of recommendation addressed to the church to which the Member is relocating. Upon removal of the Member from the Membership, the Secretary of the Church may, but is not obligated to, issue a letter of recommendation to the Member.

### **3.9 Termination of Membership**

- 3.9.1 If after proper investigation the Admin Council determines by Special Resolution of the Admin Council that a Member has been absent from the regular public services of the Church for six consecutive months without valid reason, the Admin Council may, by a Special Resolution of the Admin Council, remove the Member from the Membership. In the event that the Admin Council removes a Member from the Membership, then the Individual shall automatically cease to be a Member upon the date that the decision by the Admin Council is made.
- 3.9.2 The Admin Council may, from time to time, require any Member to deliver to the Secretary of the Church a document in writing in a form prescribed by the Admin Council and signed by the Member, dated not more than thirty (30) days prior to the delivery to the Secretary of the Church, certifying that such Person reasonably believes that he or she fulfils all of the Qualifications of Membership. In the event a Member fails to deliver such declaration to the Secretary of the Church within sixty (60) days of receipt of a request for the declaration, the Admin Council may, by a Special Resolution of the Admin Council, remove the Member from the Membership. In the event that the Admin Council removes a Member from the Membership, then the Individual shall automatically cease to be a Member upon the date that the decision by the Admin Council is made.
- 3.9.3 Members removed pursuant to this paragraph shall be entitled to reapply for admission to Membership provided they meet the Qualification of Membership at the time of submitting his or her application and complete the normal process for admission of Members.

## **ARTICLE 4. RESOLUTION OF DISPUTES / DISCIPLINE**

### **4.1 Resolution of Disputes**

- 4.1.1 Disputes amongst Members and Adherents should, as much as possible, be resolved in accordance with the principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs amongst Members or Adherents.
- (a) An Individual who believes that he or she has been wronged by another Individual or Individuals for whatever reason shall approach such Individual or Individuals with an explanation of the wrong which is alleged to have occurred.
  - (b) If the Individual or Individuals so approached do not listen to the Individual who has approached him or her, or if the matter is not resolved, then the Individual who is alleged to have been wronged shall approach the Individual or Individuals who are alleged to have caused the wrong in the presence of two Admin Council Members.
  - (c) If the Individual or Individuals who are alleged to have done the wrong still does not listen or if the dispute is not resolved, then the Individual who is alleged to have been wronged shall:
    - (i) refer the matter to the Senior Pastor, or in his absence to an Admin Council Member; and

- (ii) the Senior Pastor, or in his absence an Admin Council Member, may then meet with the Individual or Individuals who are alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to the Admin Council, and the Admin Council may:
  - (A) from time to time appoint a committee to attempt to resolve the dispute; or
  - (B) if the alleged wrong involves one or more of the Grounds for Discipline, investigate the matter pursuant to the procedure for Discipline of a Member or Adherent set out in this General Operating By-law.
- (d) Where a dispute involves an Individual under eighteen (18) years of age or an otherwise vulnerable person:
  - (i) If the dispute involves an allegation of abuse of any kind or an allegation that there is reasonable grounds for a person to suspect that circumstances exist that would require the person with such suspicion to report the information on which it is based to a society, as defined in the Child and Family Services Act (Ontario), (herein referred to as a "reportable allegation"), the dispute resolution principles set out in subparagraphs 4.1.1 (a), (b), (c) shall not be utilized to resolve such a dispute.
  - (ii) Where a dispute involves an allegation of abuse of any kind or a reportable allegation in relation to a Person under eighteen (18) years of age, then the Church shall handle such matters in accordance with any applicable Policy Statements in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law.
  - (iii) Where a dispute does not involve an allegation of abuse of any kind or a reportable allegation, then the Church shall utilize the procedures set out in subparagraph 4.1.1 (c) to assist in resolving such disputes, provided that the Senior Pastor or Admin Council shall ensure that notice in writing of such procedures shall also be given to the parents or legal guardians of the Individual and such parents or legal guardians shall be entitled to consult with the Senior Pastor or Admin Council in relation to such procedures.

## **4.2 Discipline of Members and Adherents**

### **4.2.1 Grounds for Discipline**

- (a) An Individual may be subject to Discipline by the Church if the Admin Council determines by a Resolution of the Admin Council that any of the following circumstances (herein referred to as "Grounds for Discipline" ) have occurred:
  - (i) In the case of a Member, the Member no longer fulfils all of the Qualifications of Membership;
  - (ii) an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian and contrary to biblical principles;
  - (iii) an Individual's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
  - (iv) an Individual has propagated doctrines and practices contrary to those set forth in

the Statement of Fundamental and Essential Truths or the general teachings of the Church;

- (v) an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been resolved through the mechanism for dispute resolution set out in section 4.1.

#### 4.2.2 Restoration Through Discipline

- (a) Christ's exhortation to watch over one another and to bear one another's burdens in the spirit of meekness and love shall be foremost in the minds of the Admin Council in fulfilling its responsibility for the Discipline of Individuals. The primary aim of Discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that the Members and Adherents carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and Adherent and for the testimony of the Church.

#### 4.2.3 Procedure for Discipline

- (a) In the event an allegation of Grounds for Discipline (herein referred to as an "allegation") is made against an Individual, the allegation shall be investigated in accordance with the Disciplinary procedure of the Church set out in paragraphs 4.2.4, 4.2.5 and 4.2.6.
- (b) In the event that the Individual in question is under the age of 18 when an allegation is made against them, with the exception of abuse allegations as set out in subparagraph 4.1.1 (d), then the Discipline procedure described in paragraphs 4.2.4, 4.2.5 and 4.2.6 shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Individual and the parents or legal guardians of such Individual shall be entitled to attend and speak on behalf of such Individual at any hearing provided for herein.

#### 4.2.4 Preliminary Review

- (a) No allegation giving rise to disciplinary action against a Member or Adherent pursuant to section 4.2 need be considered by the Admin Council unless such allegation is first set out in a signed written statement given to the Admin Council setting out the nature of the allegation and an explanation of the basis upon which it is made.
- (b) If the Admin Council determines by a Resolution of the Admin Council on a preliminary basis that the written allegation is invalid, then the investigation of the allegation shall be stopped and no further disciplinary action against the Individual shall proceed.
- (c) If the Admin Council determines by a Resolution of the Admin Council on a preliminary basis that the written allegation requires further investigation, then the Admin Council shall proceed to the hearing process set out in paragraph 4.2.5.

#### 4.2.5 Hearing Process

- (a) If the Admin Council determines by a Resolution of the Admin Council on a preliminary basis that the written allegation requires further investigation, then the Admin Council may proceed with a hearing and the Individual against whom the allegation is made shall be deemed to be under Discipline and shall not be entitled to withdraw as a Member or Adherent, as the case may be, without the consent of the Admin Council and shall not be entitled to initiate the Christian dispute resolution contained in section 4.1.

- (b) Until the procedure for Discipline has been completed in accordance with this section 4.2, as determined by a Resolution of the Admin Council, the Admin Council, in its discretion, may temporarily suspend the said Individual from any Officer post or other official position within the Church until the completion of the Discipline process.
- (c) The Admin Council shall convene a hearing to consider the allegation. The Individual shall be given a minimum fourteen (14) days written notice by registered and regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), setting out the date, time and place at which the hearing will be held. The notice shall briefly explain the nature of the allegation and advise the Individual that the allegation will be considered by the Admin Council at the hearing. The Individual shall be entitled to attend before the hearing to listen to the details of the allegation made and to respond thereto.
- (d) The hearing shall be conducted as a board of inquiry by the Admin Council and an Admin Council Member shall be appointed by the Admin Council to act as the chairperson of the hearing. The Admin Council shall have responsibility for carriage of the hearing and shall make the determination concerning whether an Individual is to be disciplined at the conclusion of the hearing and, if so, what discipline is to be imposed, which decision shall be deemed to be the decision of the Admin Council. The Admin Council shall be responsible to ensure that due process and procedural fairness as provided for in this General Operating By-law is complied with in relation to all aspects of the hearing and that any recommendations of discipline by the Admin Council are duly and fairly implemented.
- (e) The Individual shall be entitled to be accompanied at the hearing by two individuals who may act as observers during the hearing but who shall not be entitled to participate thereat. Except for the two individuals chosen to attend the hearing with the Individual, the hearing shall not be open to the public nor to the Members or Adherents.
- (f) Both the Individual and the Admin Council may call any witnesses or evidence that is relevant to the allegation being made. No party to the hearing shall be represented by legal counsel at the hearing. However, either the Individual or the Admin Council may require that the Church, at the expense of the Church, retain a lawyer or other person with experience in the law of evidence to act as an adjudicator to determine the admissibility of evidence presented before the hearing.
- (g) There shall be an equal allocation of time for the presentation of evidence by both the Admin Council and the Individual. The Admin Council may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Admin Council and the Individual and provided further that notice in writing or orally of such limitation of time is first given to the Individual at least three (3) hours before the hearing is required to end.
- (h) All evidence presented before the hearing shall be kept confidential, except such summary facts that the Admin Council determines needs to be given to the Membership at a subsequent Membership Meeting.
- (i) At the end of the hearing, the Admin Council shall convene in private to deliberate on the evidence presented. A Special Resolution of the Admin Council shall be required to conclude that Grounds for Discipline exist for the Member or Adherent under Discipline; failing which Grounds for Discipline will be deemed not to be proven against the Member or Adherent under Discipline with the result that the Individual shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member or Adherent, as the case may be, in good standing. In the event that the Admin Council determines that Grounds for

Discipline against the Member or Adherent exist, the Admin Council shall decide the appropriate disciplinary action to be implemented in accordance with section 4.3.

### **4.3 Disciplinary Actions**

#### **4.3.1 Admin Council Resolution**

- (a) In the event that the Admin Council determines that Grounds for Discipline against the Individual under Discipline have been established, the Admin Council shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a Special Resolution of the Admin Council. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Individual into fellowship with the Membership and Adherence in the manner described in Luke 17:3 and Galatians 6:1.

#### **4.3.2 Disciplinary Action to be Taken**

- (a) In the event disciplinary action is required to be taken, the Admin Council may implement such disciplinary action that it deems appropriate upon a Special Resolution of the Admin Council without referral to the Membership.
- (b) Such disciplinary action can be non-serious in nature including but not limited to the removal of the Individual from a teaching position within the Church, the prohibition of the offending conduct or behaviour, the requirement that an apology be given, the requirement that the Individual evidence an attitude of submission to the authority of the Church or a spirit of contrition, or some other non-serious disciplinary measure.
- (c) However, the disciplinary action could also be serious in nature including, but not limited to, removal of the Individual from the Membership or Adherence, as the case may be, the loss of any rights of Membership or Adherence, removal from an elected position within the Church, or any other similar serious disciplinary measure. Removal from the Membership or Adherence as a serious disciplinary action shall be deemed appropriate only where the Admin Council determines, in its absolute discretion, that no alternative discipline is appropriate.

#### **4.3.3 Church Attendance**

- (a) An Individual who has been disciplined or removed from the Membership or Adherence shall not be barred from attending worship services or meetings of the Church that are open to the public unless his or her presence is disruptive to the peaceful proceedings of the worship services or meetings of the Church as determined in the sole opinion of the Admin Council; in which event such Individual agrees that he or she may be removed from such worship services or meetings without the necessity of legal action, whether or not such Individual is at that time a Member or Adherent.
- (b) In the event that an Individual who has been disciplined or has been removed from the Membership or Adherence attends any other church and that other church does not seek a letter of reference from the Church, then the Senior Pastor or any Admin Council Member shall be authorized to verbally advise a pastor, officer or employee of the other church that the Individual in question has been disciplined by the Church.

#### **4.3.4 Advising of the Decision**

- (a) The Senior Pastor shall endeavour to orally advise the Individual of the decision of the Admin Council within a reasonable period of time after a decision by the Admin Council regarding

the Grounds for Discipline is made. In addition, the Secretary of the Church shall promptly send written notification of the decision made by the Admin Council by registered and regular mail to the Individual at his or her last known address within ten (10) days of a decision regarding the Grounds for Discipline having been made together with a succinct summary of the reasons thereof.

- (b) The decision of the Admin Council on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Admin Council is to remove the Individual from the Membership or Adherence, then the Individual shall automatically cease to be a Member or Adherent upon the date that the decision by the Admin Council is made.
- (c) No pronouncement on matters of Discipline by the Admin Council shall be made unless given orally from a prepared text at a Membership Meeting and only after careful and sober consideration has first been made by the Admin Council to avoid, as much as possible, undue or unnecessary embarrassment to the Individual or other undue or unnecessary prejudicial consequences to either the Individual or to the Church as a whole.
- (d) In the event that the Individual in question is under eighteen (18) years of age when an allegation is made, with the exception of abuse allegations as set out in subparagraph 4.1.1 (d), then notification of the decision made by the Admin Council described in this subparagraph shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Individual.

#### 4.3.5 Waiver, Mediation and Arbitration

- (a) Notwithstanding anything else contained herein, admission to Membership or Adherence is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the Church Constitution shall not give a Member or Adherent cause for any legal action against either the Church, or its Senior Pastor, Staff Pastors, any employees of the Church, Admin Council Members, Officers, Members or Adherents, and the acceptance of Membership or Adherence shall constitute conclusive and absolute evidence of a waiver by the Member or Adherent of all rights of action, causes of action, and all claims and demands against the Church, and its Senior Pastor, Pastoral Staff, Employees, Admin Council Members, Officers, Members and Adherents in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.
- (b) In the event that a Member or Adherent is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution involving a Member or Adherent and the Church, if the Member or Adherent does not violate or circumvent the waiver contained in subparagraph 4.3.5 (a) or attempt to do so, then that Member or Adherent may seek to have his or her concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:
  - (i) The matter shall first be submitted to a panel of mediators whereby the Member or Adherent appoints one mediator, the Church appoints one mediator and the two mediators so appointed jointly appoint a third mediator.
  - (ii) The number of mediators may be reduced from three to one or two upon the agreement of both the Church and the Member or Adherent.
  - (iii) The mediators so appointed shall then meet with the Admin Council and the Member or Adherent in an attempt to mediate a resolution.

- (iv) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitrations Act* (Ontario), and the National Arbitration Rules of the ADR Institute of Canada, Inc. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (c) All costs of the mediation and arbitration shall be borne equally by the Member or Adherent and the Church.

## **ARTICLE 5. ADMIN COUNCIL**

### **5.1 Definition of Admin Council**

- 5.1.1 The overall affairs of the Church shall be the responsibility of the Admin Council consisting of no fewer than five and no greater than nine Members, the exact number to be established by Resolution of the Membership. For purposes of the Act, the Admin Council shall be deemed to be the board of directors and in this regard an Admin Council Member shall be deemed to be a director of the Church.

### **5.2 Provisional Admin Council**

- 5.2.1 The applicants for incorporation shall become the Admin Council Members whose term of office shall continue until their successors are elected. The two applicants for incorporation who were members of the Administrative Council of Evangel Pentecostal Church and who have served as members of the Administrative Council of Evangel Pentecostal Church for a period of more than two (2) years on the day prior to the incorporation of the Church, shall serve as Admin Council Members until the close of the first Membership Meeting. The two applicants for incorporation who were members of the Administrative Council of Evangel Pentecostal Church who have served as members of the Administrative Council of Evangel Pentecostal Church for a period of more than one year and less than two (2) years on the day prior to the incorporation of the Church, shall serve as Admin Council Members until the close of the first Annual Membership Meeting. The two applicants for incorporation who were members of the Administrative Council of Evangel Pentecostal Church who have served as members of the Administrative Council of Evangel Pentecostal Church for a period of less than one year on the day prior to the incorporation of the Church, shall serve as Admin Council Members until the close of the second Annual Membership Meeting.

### **5.3 Qualification for the Admin Council**

- 5.3.1 A Person may be considered for election to the Admin Council if he or she fulfills all of the following qualifications:
  - (a) the Person must be a Member in good standing, in accordance with sections 3.1 and 3.2;
  - (b) the Person may be either male or female but must be over the age of twenty-one (21) and have power under law to contract;
  - (c) the Person must be a good example to the Membership in matters of stewardship, church attendance, spiritual maturity, and have an active involvement in the church;
  - (d) the Person must fulfill the spiritual qualifications of a deacon listed in I Timothy 3:8-15;
  - (e) the Person must be in full agreement with the Church Constitution;



- (f) the Person must recognize that membership on the Admin Council is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (g) the Person must recognize that membership on the Admin Council is not only an administrative role but shall involve active participation in Church activities;
- (h) save and except where permitted by law, the Person and his or her Spouse must not be the Senior Pastor, a public accountant appointed by the Church or an Admin Council Member;
- (i) the Person must not be an undischarged bankrupt, nor guilty of any criminal offence with a criminal background check being required; and
- (j) the Person must not be a mentally incompetent person.

#### **5.4 Election of the Admin Council**

- 5.4.1 The Nominations Committee shall consist of one member of the Admin Council who is not eligible for re-election to act as chairperson, a minimum of four (4) appointees from the Membership.
- 5.4.2 The Nominations Committee shall require that all nominations for the Admin Council be submitted in writing and signed by the nominator one (1) calendar month prior to the date of the Annual Membership Meeting.
- 5.4.3 The Nominations Committee shall accept all submissions from the Membership for the names of Members for election to the Admin Council and determine if each such Member whose name has been submitted to the Nominations Committee is qualified for election to the Admin Council under the provisions of the General Operating By-law and determine if each such Member is willing to serve on the Admin Council. The decision of the Nominations Committee regarding Members eligible and willing to serve on the Admin Council shall be submitted to the Admin Council. The decision of the Nominations Committee shall be subject to the approval of the Admin Council which may approve by Resolution the decision of the Nominations Committee with or without such amendments as the Admin Council determines.
- 5.4.4 After approval of the nominees by the Admin Council, the Nominations Committee shall present the final slate of candidates for election to the Admin Council and publish their names (2) two weeks prior to the Annual Membership Meeting for the perusal of the Membership.
- 5.4.5 The Nominations Committee shall also act as scrutineers at the Annual Membership Meeting and may appoint as many other scrutineers as they require to assist them in the distribution and counting of ballots at the Annual Membership Meeting.
- 5.4.6 An election by secret ballot shall be held at each Annual Membership Meeting to fill the position of those Admin Council Members whose term of office expires at the close of the Annual Membership Meeting. The election of a candidate on the first electoral ballot will require a majority vote in favour of such candidate on the electoral ballot. If all vacancies on the Admin Council that will occur at the end of the Annual Membership Meeting are not filled after the holding of the first electoral ballot, a second electoral ballot will be cast with all candidates who were not elected on the first electoral ballot being eligible for election. After holding the second electoral ballot, the number of candidates necessary to fill the remaining vacancies on the Admin Council shall be selected from those candidates receiving the greatest number of votes in descending order. The members of the Admin Council fulfilling their term shall retire at the adjournment of the Annual Membership Meeting at which new members of the Admin Council are elected.

## **5.5 Rotating Term of Admin Council**

- 5.5.1 The Admin Council Members shall be elected for a term of three (3) years. At the first Membership Meeting and at each Annual Membership Meeting thereafter, Admin Council Members shall be elected to fill the position of those Admin Council Members whose term of office expires at the close of such meeting and each Admin Council Member so elected shall hold office until the close of the third Annual Membership Meeting after his or her election.

## **5.6 Maximum Term of Admin Council**

- 5.6.1 No Admin Council member shall be elected for more than one (1) full consecutive three (3) year term.
- 5.6.2 After completion of a term as a member of the Admin Council a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Admin Council is restored.

## **5.7 Authority of the Admin Council**

- 5.7.1 The Admin Council is chosen to serve the Church and, in consultation with the Senior Pastor, the Admin Council shall be responsible to manage or supervise the management of the activities and affairs of the Church in matters pertaining to the Church, its spiritual life and financial affairs and shall be responsible, in consultation with the Senior Pastor, for the overall affairs of the Church as a governing board, approving Policy Statements, plans, budgets and audits, and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Articles of Incorporation, the Act, or otherwise authorized to do.
- 5.7.2 Without limiting the generality of the foregoing, the Admin Council shall be authorized to carry out the following duties and responsibilities:
- (a) to assist in the ministry of the ordinances of the Church;
  - (b) to establish, and review on a regular basis, the remuneration and compensation to be provided to all employees of the Church including the Senior Pastor;
  - (c) to see that all necessary books and records of the Church required by the By-laws or by any applicable statute or law are regularly and properly kept;
  - (d) to oversee the Discipline of Members and Adherents in accordance with the procedures set out in the General Operating By-law;
  - (e) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Church; and
  - (f) to appoint necessary agents and engage employees, with the exception of the Senior Pastor which shall require Membership approval.

## **5.8 No Remuneration of Admin Council Members**

- 5.8.1 The Admin Council Members shall serve as such without remuneration and no member of the Admin Council shall directly or indirectly receive any profit from his or her position as such, nor shall any member of the Admin Council receive any direct or indirect remuneration from the Church, provided that a member of the Admin Council may be paid for reasonable expenses incurred by him in the performance of his or her duties.

## **5.9 Conflict of Interest**

5.9.1 All Admin Council Members are subject to the Church's conflict of interest policy. As such, no member of the Admin Council shall place himself or herself in a position where there is a conflict of interest between his or her duties as an Admin Council Member and his or her other interest. Every Admin Council Member who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of the involvement of a Family Member of such Admin Council Member or by the involvement of his or her partner, business associate or corporation that the Admin Council Member is involved with as either a director, shareholder, officer, employee or agent, then such member of the Admin Council shall declare his or her conflict of interest fully at a meeting of the Admin Council and shall withdraw from any discussion or vote thereon and if such proposed contract, transaction or arrangement is approved by the Admin Council, such member of the Admin Council shall immediately resign from membership on the Admin Council.

## **5.10 Vacancy on the Admin Council**

5.10.1 A member of the Admin Council shall be deemed to have resigned from the Admin Council if any of the following situations occur:

- (a) such Person resigns their position as a member on the Admin Council by delivery of a written resignation to the Chairperson of the Admin Council;
- (b) such Person has the status of a bankrupt;
- (c) such Person has been declared incapable by a court in Canada or in another country;
- (d) such Person is found to be mentally incompetent or of unsound mind;
- (e) such Person ceases to be a Member;
- (f) it is determined by a Special Resolution of the Membership at a Membership Meeting called for the purpose of considering the matter, that such Person no longer fulfils all the qualifications of an Admin Council Member set out in section 5.3;
- (g) it is determined by a Special Resolution of the Membership at a Membership Meeting called for the purpose of considering the matter, that such Person has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian and is contrary to biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- (h) it is determined by a Special Resolution of the Membership at a Membership Meeting called for the purpose of considering the matter, that such Person is unfit to hold office as a member of the Admin Council for any reason;
- (i) such Person dies;
- (j) such Person fails to deliver to the Secretary of the Church on or before the 31<sup>st</sup> day of December of each year a document in writing in a form prescribed by the Admin Council and signed by the Person, dated not more than thirty (30) days prior to the delivery to the Secretary of the Church, certifying that such Person has not been found guilty of any criminal offence, does not have the status of an undischarged bankrupt, has not been declared incapable by a court in Canada or in another country and has not been found to be mentally incompetent or of unsound mind; or

- (k) if such person is absent for three consecutive Admin Council meetings.
- 5.10.2 If one or more vacancies on the Admin Council should occur for any reason set out in paragraph 5.10.1, provided there remains a quorum for the holding of a meeting of the Admin Council, the Admin Council may by Resolution appoint any Member that meets the qualifications for election to the Admin Council to fill each vacancy until the next Annual Membership Meeting. Upon the filling of such vacancy, the Admin Council shall notify the Membership of the appointment of an Admin Council Member to fill the vacancy. Prior to the next Annual Membership Meeting the Nominations Committee shall accept nominations in the manner set out in section 5.4 for a Member to be elected to the Admin Council to complete the balance of the unexpired term of each Admin Council Member that did not complete his or her full term.
- 5.10.3 A Person whose term of office on the Admin Council has expired within the pervious twelve months shall not be eligible for appointment by the Admin Council to fill a vacancy on the Admin Council.
- 5.10.4 The Member appointed by the Admin Council to fill a vacancy on the Admin Council shall be eligible for election at the Annual Membership Meeting that terminates his or her appointment provided that the Member continues to meet all of the Qualifications for the Admin Council at the time of the Annual Membership Meeting.
- 5.11 Admin Council Meetings**
- 5.11.1 Regular meetings of the Admin Council shall be held at such time and place as shall be determined by the Chairperson of the Admin Council but not less than nine (9) times a year. The dates for the regular meetings of the Admin Council may be published in a schedule by the Chairperson of the Admin Council and distributed to all Admin Council Members and no further notice need be given for such meetings provided the schedule is distributed to all Admin Council Members not less than ten (10) days prior to the date of the first meeting on the schedule.
- 5.11.2 Special meetings of the Admin Council may be called by the Chairperson of the Admin Council upon written notice or upon written request of the majority of the Admin Council to the Chairperson of the Admin Council who shall then give notice of a special meeting of the Admin Council at such place set out in the notice as soon as possible thereafter.
- 5.11.3 The accidental omission to give notice of any meeting of the Admin Council to, or the non-receipt of any notice by, any Admin Council Member shall not invalidate any resolution passed or any proceeding taken at such meeting, provided that no Admin Council Member objects to such omission or irregularity within ten (10) days of receipt by such Admin Council Member of a copy of the minutes of such meeting.
- 5.11.4 At the first Admin Council meeting, following the Annual Membership Meeting, the Chairperson of the Admin Council shall be appointed by Resolution of the Admin Council from among the elected Admin Council Members. In the event the Chairperson appointed by the Admin Council is unable to fulfil the duties of the Chairperson at any meeting of the Admin Council then the Admin Council may appoint by Resolution an interim chairperson from among the elected Admin Council Members.
- 5.11.5 A quorum for a meeting of the Admin Council shall be a majority of the Admin Council Members and, despite any vacancy among the Admin Council Members, a quorum of Admin Council Members may exercise all the powers of the Admin Council Members.
- 5.11.6 With the exception of the Chairperson of the Admin Council, who shall only vote in the event of an equality of votes, all independent Admin Council Members shall have one vote.

- 5.11.7 The Admin Council shall keep written minutes of each meeting of the Admin Council. The Admin Council shall appoint a member of the Admin Council to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Admin Council, the minutes shall not be made public or available for review by Members except upon the unanimous consent of the Admin Council.
- 5.11.8 If all of the Admin Council Members consent thereto generally or in respect of a particular meeting, a member of the Admin Council may participate in a meeting of the Admin Council by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a member of the Admin Council participating in such meeting by such means is deemed to be present at the meeting.
- 5.11.9 During the course of an Admin Council Meeting, an in camera session may be called, if supported by the majority of the Admin Council. Minutes of the in-camera session will be recorded at the discretion of the Chairperson. Results of an in-camera session will be shared with the Senior Pastor within seven (7) days of the end of the in-camera session.

## **ARTICLE 6. SENIOR PASTOR**

### **6.1 Definition and Role of the Senior Pastor**

- 6.1.1 The Senior Pastor shall be the primary spiritual overseer of the Church. The roles and responsibilities of the Senior Pastor shall be defined and reviewed by the Admin Council on an annual basis.
- 6.1.2 The rights and responsibilities of the Senior Pastor include, but are not limited to, the following:
- (a) to provide spiritual leadership for the Members and Adherents and to work in co-operation with the Admin Council in implementing such spiritual leadership;
  - (b) to work in conjunction with the Admin Council in formulating Policy Statements;
  - (c) to exercise general supervisory authority over all employees of the Church, provided that the hiring or removal of employees, including Staff Pastors, shall be done in consultation with the Admin Council;
  - (d) to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
  - (e) to be in full agreement with, uphold and be subject to the Church Constitution and the duty to uphold the teachings of the Church as set out in the Church Constitution and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;
  - (f) to be an ex-officio member with power to vote on all Standing Committees, with the exception of the Admin Council;
  - (g) to receive notification and minutes of all meetings of the Admin Council, to be present and fully participate at all such meetings, provided that he or she shall not have a vote thereon and shall not be present when the Admin Council is discussing his or her position, salary or benefits, or any other matter wherein there is, or appears to be, a conflict of interest as determined by a Resolution of the Admin Council, but may at the discretion of the Admin Council be present when the Admin Council is discussing other aspects of his or her position;

and

- (h) to have the final decision, in consultations with Staff Pastors, on all doctrinal and theological issues including teachings, interpretations or other matters as they apply to the Church, as well as the manner of application of those doctrinal and theological issues to the ordinances, practices, procedures and directions from time to time practiced or adopted by the Church.

## **6.2 Qualifications**

- 6.2.1 A Person may be considered for the position of Senior Pastor only if he or she is one who holds approved credentials with the PAOC or a credentialed body approved by the District Superintendent.

## **6.3 Call of a Senior Pastor**

- 6.3.1 Whenever a vacancy in the position of Senior Pastor occurs or the Admin Council determines that it is necessary or desirable to fill the position of Senior Pastor, the Admin Council shall determine the procedure to be followed in relation to determining a candidate to fill such vacancy.
- 6.3.2 Nominations for Senior Pastor shall be submitted to the Membership by the Admin Council after consultation with the District Superintendent with one name only to be presented for consideration by the Membership at one time.
- 6.3.3 The Call of a Senior Pastor shall require a Special Resolution of the Admin Council at a meeting of the Admin Council duly called for that purpose and sanctioned by a Special Resolution of the Members at a Membership Meeting duly called for the purpose of considering the Call of a Senior Pastor.

## **6.4 Resignation of Senior Pastor**

- 6.4.1 The Admin Council shall ensure that the terms of employment of the Senior Pastor shall include the following provisions:
  - (a) If, for any reason, the Senior Pastor ceases to hold approved credentials with the PAOC, or a credentialed body approved by the District Superintendent, the Senior Pastor shall be deemed to have resigned as Senior Pastor.
  - (b) If the Senior Pastor resigns, he or she shall first notify the Admin Council in writing and shall provide not less than thirty (30) days notice prior to the effective date of his or her resignation.
  - (c) Upon ceasing to hold the position of Senior Pastor he or she shall automatically cease to be an ex-officio member of all Standing Committees and shall automatically cease to be a Member.

## **6.5 Charges Involving Credentials of Senior Pastor**

- 6.5.1 The Church recognizes that it does not grant or have any jurisdiction over the right of the Senior Pastor to hold credentials with the PAOC. Accordingly, any charge or complaint involving the right of the Senior Pastor to hold credentials with the PAOC, his morality, integrity or doctrinal soundness, which has been brought or made in writing and signed by a Person who is willing to appear in person and give testimony concerning the charge, shall be forwarded or referred to the District Superintendent. The Church recognizes that the District shall have sole jurisdiction to deal with charges brought against the Senior Pastor and the Church recognizes that charges involving the right of the Senior Pastor to hold credentials shall be dealt with according to the provisions made in the general constitution, by-laws and essential resolutions of the PAOC.

## **6.6 Removal of Senior Pastor**

- 6.6.1 If difficulties or disagreement have arisen between or among the Members or the Admin Council and the Senior Pastor which do not involve the Senior Pastor's credentials, but only his position and duties as Senior Pastor, and which apparently cannot be resolved between the Senior Pastor and the Members or the Admin Council, then the Senior Pastor, the Admin Council or not fewer than one third of the Members shall have the right to appeal to the District Superintendent to assist in resolving the difficulties or disagreement. If a satisfactory settlement cannot be reached, then the District Superintendent may call a special Membership Meeting. The District Superintendent or his authorized representative shall act as the chairperson of any special Membership Meeting called by the District Superintendent but shall have no vote at such meeting. The chairperson may call for a vote of confidence in the Senior Pastor. The vote shall require a simple majority in support of the Senior Pastor for the Senior Pastor to retain his position as Senior Pastor. If the Senior Pastor does not receive a simple majority vote on the motion of confidence, then the Senior Pastor's duties shall be terminated immediately.
- 6.6.2 Nothing contained in the said procedure shall preclude the Senior Pastor from receiving whatever monetary settlement, if any, that is legally appropriate in the circumstances. In the event of a disagreement between the Admin Council and the Senior Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to a Person or Persons mutually acceptable to the Admin Council and the Senior Pastor to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- 6.6.3 Upon termination of the Senior Pastor's duties in accordance with the foregoing, he or she shall cease to hold the position of Senior Pastor and he or she shall cease to be a Member and cease to be an ex-officio member on all Standing Committees.

## **6.7 Vacancy**

- 6.7.1 When the position of Senior Pastor becomes vacant, the District Superintendent shall be notified of the vacancy. The Admin Council at its discretion shall work in consultation with the District Superintendent to appoint an interim pastor during the interim period.

# **ARTICLE 7. OFFICERS**

## **7.1 Names of Officers**

- 7.1.1 The Officers of the Church shall be:
- (a) Chairperson of the Admin Council;
  - (b) President;
  - (c) Secretary;
  - (d) Treasurer; and
  - (e) such other Officers as the Admin Council may from time to time deem necessary to appoint.

## **7.2 Duties of Officers**

- 7.2.1 The duties of the Chairperson of the Admin Council shall be as follows:
- (a) to establish the Agenda for the Admin Council meetings in consultation with the Senior Pastor

and input from the Admin Council;

- (b) to call all meetings of the Admin Council;
- (c) to preside at all such meetings as the chairperson;
- (d) to ensure the fairness, objectivity and completeness occurring at such meetings;
- (e) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- (f) to be permitted to express an opinion on any matter discussed at the Admin Council, except in the case of a conflict of interest of the Senior Pastor;
- (g) to ensure that all directives and resolutions of the Admin Council are carried into effect; and
- (h) to carry out such other duties as are directed from time to time by the Membership or by the Admin Council.

7.2.2 The duties of the President shall be as follows:

- (a) to be a signing officer of the Church; and
- (b) to manage the day to day operations of the Church.

7.2.3 The duties of the Secretary shall be as follows:

- (a) to be a signing officer of the Church;
- (b) to record or oversee the recording of all of the business of Membership Meetings and Admin Council meetings;
- (c) to issue applicable correspondence on behalf of the Church arising out of such meetings;
- (d) to publish the time and place for all Membership Meetings with due notice;
- (e) to be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Admin Council to do so and to such Person or Persons as may be named in the said Resolution;
- (f) to be the custodian of all papers and documents of the Church;
- (g) to maintain the records of the Church required by the Act containing the information required by the Regulations;
- (h) to carry out such other duties as directed from time to time by the Admin Council or by the Membership; and
- (i) in his or her absence, the duties of the Secretary shall be performed by such other Member who is acceptable to the Admin Council as evidenced by a Resolution of the Admin Council.

7.2.4 The duties of the Treasurer shall be as follows:

- (a) to be a signing officer of the Church
- (b) to have the custody of the funds and securities of the Church and oversee the keeping of full



and accurate accounts of all assets, liabilities, receipts and disbursements of the Church in the books belonging to the Church;

- (c) to render to the Chairperson of the Admin Council and the Admin Council at the regular meetings of the Admin Council or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Church; and
- (d) to perform such other duties as may from time to time be directed by the Admin Council.

7.2.5 The duties of all other Officers of the Church shall be such as the terms of their engagement call for or the Admin Council requires of them.

7.2.6 In the absence or inability to act of any Officer, or for any other reason that the Admin Council may deem sufficient, the Admin Council may delegate all or any of the powers of such Officer to any other Officer.

### **7.3 Qualifications for Officers**

7.3.1 A Person may be considered for election or appointment as an Officer only if he or she fulfils the qualifications set out in subparagraphs 5.3.1 (a), (b), (c), (d), (e), (l) and (j) for election to the Admin Council and:

- (a) the Person must recognize that serving as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (b) the Person must recognize that serving as an Officer is not only an administrative role but shall involve active participation in Church activities;
- (c) save and except where permitted by law, the Person and the spouse, if any, of such Person must not be the Senior Pastor, a public accountant appointed by the Church;

### **7.4 Election and Appointment of Officers**

7.4.1 Except as provided for in paragraph 7.4.2, the election or appointment of all Officers shall be by a Resolution of the Admin Council.

7.4.2 In the event the Admin Council does not elect or appoint the President or in the event the office of President becomes vacant, the Senior Pastor shall hold the position of President until the Admin Council elects or appoints the President.

### **7.5 Delegation of Duties of Officers**

7.5.1 Unless otherwise provided for by the Admin Council, each Officer shall be responsible for the duties of their respective office set forth in this By-law but are not necessarily required to perform such duties personally, and as such may delegate to other Persons the performance of any or all of such duties, provided that such Officer remains accountable to the Admin Council in relation to the duties that have been so delegated.

### **7.6 Term**

7.6.1 All Officers shall serve for a one (1) year term of office and may be elected or appointed for additional terms.

## **7.7 Resignation of Officers**

7.7.1 If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation shall be directed to the Chairperson of the Admin Council at least thirty (30) days prior to the effective date of such resignation and the Admin Council shall then have the power to accept such resignation on behalf of the Church.

## **7.8 Vacancy**

7.8.1 The position of an Officer shall be automatically vacated if any of the following situations occur:

- (a) such Person resigns his or her office by delivery of a written resignation to the Chairperson of the Admin Council which is accepted by the Admin Council;
- (b) such Person is found to be mentally incompetent or of unsound mind as determined by a Canadian court of law;
- (c) such Person has a receiving order made against him or her pursuant to the provisions of the *Bankruptcy Act* or other similar legislation or makes an assignment for the general benefit of creditors;
- (d) such Person ceases to be a Member;
- (e) it is determined by a Special Resolution of the Admin Council at an Admin Council meeting called for the purpose of considering the matter, that such Person has evidenced unethical or immoral conduct or behavior that is unbecoming of a Christian contrary to biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- (f) it is determined by a Special Resolution of the Admin Council at an Admin Council meeting called for the purpose of considering the matter, that such Person is unfit to hold office as an Officer for any reason; or
- (g) such Person dies.

7.8.2 If a vacancy should occur in any office for any reason as set out above, the Admin Council may by Resolution appoint any Member who meets the qualification for such office to fill the vacancy during the remaining term of such office.

## **7.9 Remuneration of Officers**

7.9.1 Any Officer who is not a member of the Admin Council may receive reasonable remuneration for performing his or her duties as an Officer provided that all such remuneration is first approved by the Admin Council in the absence of the Officer and any other paid employee of the Church.

## **ARTICLE 8. PROTECTION AND INDEMNITY**

### **8.1 Protection and Indemnity to Admin Council Members, Senior Pastors and Officers**

8.1.1 Except as otherwise provided in the Act, no Admin Council Member, Senior Pastor, Staff Pastor or Officer shall be liable for the acts, receipts, neglects or defaults of any other Admin Council Member, Senior Pastor, Staff Pastor, Officer or employee of the Church or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the monies, securities or effects of or belonging to the Church shall be placed or

invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person (with "person" in this paragraph to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Admin Council Member's, Senior Pastor's, Staff Pastor's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such person's willful neglect or default. The Admin Council Members, Senior Pastor, Staff Pastors and Officers shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Admin Council.

## **8.2 Indemnity to Admin Council Members, Officers, Members and Adherents**

8.2.1 Every Admin Council Member, Senior Pastor, Staff Pastor, Officer or any Member or Adherent who has undertaken or is about to undertake any liability on behalf of the Church, his or her heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

- (a) all costs, charges and expenses whatsoever which such Admin Council Member, Senior Pastor, Staff Pastor, Officer or any other Member or Adherent sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the said Person in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default; and
- (b) all other costs, charges and expenses which such Admin Council Member, Senior Pastor, Staff Pastor, Officer or any other Member or Adherent sustains or incurs in or about or in relation to the affairs thereof, except where such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **8.3 Indemnity to Others**

8.3.1 The Church shall also indemnify any other Person as it determines necessary from time to time. Nothing in this By-law shall limit the right of any Person entitled to indemnification to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

## **8.4 Insurance**

8.4.1 The Church may purchase and maintain insurance for the benefit of any Person entitled to be indemnified by the Church pursuant to the preceding paragraphs of this section, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

# **ARTICLE 9. COMMITTEES**

## **9.1 Establishment of Committees**

9.1.1 The Admin Council may establish from time to time Standing Committees or any other committee as it deems necessary. The Admin Council shall have authority to end at any time the mandate of any Standing Committee.

- 9.1.2 The number of members for each committee and the mandate of such committee shall be established by the Admin Council. All committees established by the Admin Council shall be accountable to and report to the Admin Council.

## **9.2 Qualification of Committee Members**

- 9.2.1 A Person may be considered for appointment to a committee if he or she fulfils all of the following qualifications:

- (a) the Person must be a Member or Adherent in good standing; and
- (b) the Person must be at least eighteen (18) years of age.

## **9.3 Chairperson of Committees**

- 9.3.1 The chairperson of each committee established by the Admin Council may be appointed by the Admin Council, however in the absence of the appointment of a chairperson by the Admin Council the chairperson shall be appointed by Resolution of the members of the committee from amongst the membership of the particular committee at the first meeting of the committee or as soon thereafter as is reasonably possible.

## **9.4 Meetings of Committees**

- 9.4.1 Committees shall meet at such times as are determined by the chairperson of each committee.

## **9.5 Procedures for Meetings of Committees**

- 9.5.1 The procedures to be adopted during meetings of each committee shall be the same as those set out herein for the Admin Council with such reasonable modifications as may be necessary.

## **9.6 Removal of Members from Committees**

- 9.6.1 The Admin Council may by Resolution remove any committee member from any committee for any reason and may, but shall not be required to, fill any vacancy by Resolution.

## **9.7 Remuneration of Committee Members**

- 9.7.1 Any committee member who is not an Admin Council Member may receive reasonable remuneration for performing his or her duties as a committee member provided that all such remuneration is first approved by the Admin Council in the absence of the committee member and any other paid employee of the Church.

# **ARTICLE 10. MEMBERSHIP MEETING**

## **10.1 Annual Meeting**

- 10.1.1 There shall be an Annual Membership Meeting at such time and place as determined by the Admin Council to be held no later than March 31st of each year. The purpose of the Annual Membership Meeting will be for the Members to conduct the following business:

- (a) approve the minutes of previous Membership Meetings;
- (b) receive reports from the Senior Pastor, Chairperson of the Admin Council, Officers, and the Admin Council, as necessary or desirable;

- (c) approve the financial statements of the Church for the immediately preceding year, including the public accountant's report, if any;
- (d) elect Members to the Admin Council as required for the next year;
- (e) to appoint a public accountant if the Church is required by the Act to appoint a public accountant; and
- (f) transact any other necessary business properly before the meeting.

10.1.2 The Admin Council shall place before the Members at every Annual Membership Meeting:

- (a) comparative financial statements of the Church that conform to the prescribed requirements of the Act or Regulations and relate separately to:
  - (i) the period that began when the Church came into existence and ended not more than six months before the Annual Membership Meeting, or,
  - (ii) if the Church has completed a financial year,
    - (A) the period that began immediately after the end of the last completed financial year and ended not more than six months before the Annual Membership Meeting, and
    - (B) the immediately preceding financial year.
- (b) the report of the public accountant, if any.

10.1.3 The Secretary of the Church may give notice to the Members in the manner provided in section 10.4 that the documents and material referred to in paragraph 10.1.2 are available at the registered office of the Church and that any Member may, on request, obtain a copy free of charge at the office or by prepaid mail.

## **10.2 Special Membership Meetings**

10.2.1 At the request of the Senior Pastor, a majority of the Admin Council, or upon the request in writing of not less than five (5%) percent of the Members, a special Membership Meeting shall be called and convened by the Chairperson of the Admin Council within thirty (30) days of the request.

## **10.3 Additional Agenda Items**

10.3.1 The agenda for each Membership Meeting shall be prepared by the Chairperson of the Admin Council. Any Member in good standing desiring that an additional item of business be added to the agenda may submit to the Chairperson of the Admin Council for their consideration not less than forty (40) days prior to the date of the Membership Meeting, a written request signed by such Member, for an item of business to be added to the agenda of the Membership Meeting. The Chairperson of the Admin Council may, but shall not be required, to add a requested item to the agenda for the Membership Meeting.

## **10.4 Notice of Meeting**

10.4.1 Notice of all Membership Meetings (annual and special) shall be given to Members orally during a regular public meeting of the Church from the pulpit and in the Church bulletin at least two (2) Sundays prior to the date of the Membership Meeting and by affixing the notice, no later than thirty (30) days before the day on which the Membership Meeting is to be held, to a notice board where

information respecting the Church's activities is regularly posted and that is located in a place frequented by Members. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. In the event the Church has more than two hundred and fifty (250) Members, notice of all Membership Meetings shall also be given by publication (i) at least once in each of the three (3) weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of Members reside as shown by their addresses in the register of Members, or (ii) at least once in a publication of the Church that is sent to all Members, during the period of twenty-one (21) to sixty (60) days before the day on which the Membership Meeting is to be held.

## **10.5 Waiver of Notice**

- 10.5.1 A Member may waive notice of a Membership Meeting, and attendance of any such Person at a Membership Meeting shall constitute a waiver of notice of the Meeting, except where such Person attends a Membership Meeting for the express purposes of objecting to the transaction of any business on the grounds that the Membership Meeting is not lawfully called.

## **10.6 Omission of Notice**

- 10.6.1 The accidental omission to give notice of any Membership Meeting or any irregularity in the notice of any Membership Meeting or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any Membership Meeting; provided that no Member objects to such omission or irregularity within ten (10) days of the date when the Member knew or ought to have known of the holding of such Membership Meeting.

## **10.7 Quorum**

- 10.7.1 Except as otherwise expressly set out herein, a quorum for an Annual Membership Meeting or other Membership Meeting shall be constituted by the presence of twenty-five percent (25%) of the total Membership (excluding any Members under disciplinary suspension or otherwise not entitled to vote) in person immediately prior to the time of the Membership Meeting in question. No business shall be transacted at any Membership Meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Membership Meeting or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the Membership Meeting to a fixed time and place but may not transact any other business and the provisions of section 10.4 with regard to notice shall apply to such adjournment.

## **10.8 Chairperson of the Admin Council**

- 10.8.1 The Chairperson of the Admin Council (or in his or her absence a designate appointed by the Admin Council by Resolution) shall act as chairperson of every Membership Meeting and shall only be entitled to vote (other than a vote taken by secret ballot) in the event of an equality of votes.

## **10.9 Majority Vote**

- 10.9.1 At every Membership Meeting, every motion shall be determined by Resolution unless otherwise provided for by the Act or elsewhere in the General Operating By-law.

## **10.10 Voting Procedure**

- 10.10.1 Every motion submitted to any Membership Meeting shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the chairperson of the meeting shall either by a show of hands or by secret ballot, as applicable, have

the casting vote. At any Membership Meeting unless a secret ballot is provided, a declaration by the chairperson that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the chairperson or upon request of any Member and shall be taken in such manner as the chairperson directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

#### **10.11 Voting Rights**

10.11.1 At every Membership Meeting, on every question to be determined by the Members every Member shall be entitled one vote. Members shall only be entitled to vote at a Membership Meeting in person.

#### **10.12 Procedural Code**

10.12.1 The rules of procedure for each Membership Meeting shall follow Robert' s Rules of Order by the most current edition, except where varied by the General Operating By-law.

#### **10.13 Adjournment**

10.13.1 The chairperson may with the consent of the Members present at a Membership Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Membership Meeting which might have been brought before or dealt with at the original Membership Meeting in accordance with the notice calling the same.

### **ARTICLE 11. GENERAL PROVISIONS**

#### **11.1 By-Law**

11.1.1 The Church shall maintain a copy of all By-laws.

11.1.2 Every Member shall be entitled, on request and free of charge, to one copy of the By-laws, and any amendments to them.

#### **11.2 Corporate Seal**

11.2.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Church.

#### **11.3 Financial Year**

11.3.1 The fiscal year end of the Church shall be December 31st of each year.

#### **11.4 Registered Office**

11.4.1 Until changed in accordance with the Act, the registered office of the Church shall be in the Town of Oakville, in the Province of Ontario.

#### **11.5 Amendment**

11.5.1 The Articles of Incorporation may be amended by an Extraordinary Resolution of the Admin Council at a meeting called for the purpose of considering the said amendment and sanctioned by an Extraordinary Resolution of the Members present and voting in person at a meeting duly called for the purpose of considering the said amendment, provided that:

- (a) notice of such Membership Meeting shall be given in accordance with section 10.4, and
- (b) the notice shall state the proposed amendment and the purpose thereof.

11.5.2 Any By-law may be repealed or amended by a By-law enacted by an Extraordinary Resolution of the Admin Council at a meeting called for the purpose of considering the said By-law and sanctioned by a Resolution of the Members voting in person at a meeting duly called for the purpose of considering the said By-law, provided that:

- (a) notice of such Membership Meeting shall be given in accordance with section 10.4;
- (b) the notice shall state the proposed amendment and the purpose thereof; and
- (c) the repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **11.6 Execution of Documents and Signing Authority**

11.6.1 Contracts, documents or any instruments in writing requiring the signature of the Church, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality. The Admin Council shall have power from time to time by Resolution to appoint an Officer or Officers or Admin Council Member on behalf of the Church to sign contracts, documents and instruments in writing. The Admin Council may give the Church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Church. The seal of the Church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Admin Council.

11.6.2 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the following persons: an Officer, an Admin Council Member or any other Person, whether or not an Officer or Admin Council Member, designated as such and in such manner as the Admin Council may from time to time determine by Resolution.

#### **11.7 Ownership of Assets**

11.7.1 The Church shall hold in its own name the registered title to its assets, including but not limited to the title of real property owned by the Church.

#### **11.8 Dissolution**

11.8.1 Upon dissolution or winding up of the Church, all remaining assets after payment of liabilities shall be distributed to one or more qualified donees in Canada at the discretion of the Members, or, failing that, to one or more qualified donees in Canada as approved by the PAOC under the circumstances.

#### **11.9 No Private or Secret Meetings**

11.9.1 No Member or any number of Members shall call any private or secret meeting of Members or Adherents to conduct any business or devotional without the knowledge and consent of the Senior Pastor and the Admin Council.

#### **11.10 Method of Giving Notice**

11.10.1 Except for notice of a Membership Meeting which is provided for in section 10.4, any notice in writing, communication or other document required by the Act, the regulations made under the Act, the Articles of Incorporation or the By-law to be given by the Corporation to a Member, Admin Council



Member, Officer, or public accountant under any provision of the Act, the regulations made under the Act, the Articles of Incorporation or the By-law Act, or otherwise shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or his or her last known address or if mailed to him or her at his or her recorded address or his or her last known address by prepaid ordinary mail or if sent to him or her at his or her recorded address or his or her last known address by any means of any prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth day after mailing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary of the Church may change or cause to be changed the recorded address of any, Member, Admin Council Member, Officer or public accountant of the Corporation in accordance with any information believed by him or her to be reliable. The recorded address of a Admin Council Member, shall be his or her latest address as shown in the records of the Church or in the most recent notice filed under the Ontario Corporations Information Act, whichever is the more current.

- 11.10.2 In computing the date when notice must be given under any provision requiring a specified number of days' notice, "day" means a clear day and a period of days shall be deemed to commence on the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day next following that is not a Sunday or holiday.

## **ARTICLE 12. AFFILIATION WITH THE PAOC**

### **12.1 Establishment of Affiliation**

- 12.1.1 The Church will be affiliated with the PAOC.
- 12.1.2 The Church may associate with such other organizations and associations as the Members may determine from time to time by a Special Resolution of the Members at a Membership Meeting duly called for that purpose.
- 12.1.3 In order to consider a resolution to withdraw from affiliation with the PAOC, a quorum of two-thirds (2/3rds) of the Membership is required at any Membership Meeting called for such purpose with the said Membership Meeting to be called with ninety (90) days notice to the Members. An Extraordinary Resolution of the Members at the said Membership Meeting shall be required in order to authorize the Church to withdraw from affiliation with the PAOC.
- 12.1.4 In the event the PAOC approves an amendment to The Statement of Fundamental and Essential Truths after the date of the approval of this By-law, the amendment to The Statement of Fundamental and Essential Truths shall only be adopted by the Church after approval by an Extraordinary Resolution of the Members at a Membership Meeting duly called for the purpose of considering the amendment.